ROBERT H. SWEDLOW

3218 Marion Avenue Margate, Florida 33063

December 12, 1996

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: SURFER GIRL, INC.

Dear Filing Department:

Enclosed please find an original and one copy of the articles of incorporation and a check for \$78.75.

Kindly file these documents and return the appropriate paperwork for my files.

Thank you for your prompt attention to this matter.

Very truly yours,

Robert Swedlow, President

3218 Marion Avenue Margate, Florida 33063

(954) 216-7000 or (954) 341-8853

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ARTICLES OF INCORPORATION OF Surfer Girl, Inc.

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ARTICLE 1 - NAME

The name of this Corporation is the Surfer Girl, Inc.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PRINCIPAL OFFICE

The mailing address of the principal office is Post Office Box 770788, Coral Springs, Florida 33077.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in activities or business including but not limited to the marketing and advertising of goods and services as permitted under the Laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The number of shares of stock which the Corporation is authorized to have outstanding at any time is FIFTY-THOUSAND.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 3218 Marion Avenue, Margate, Florida 33063, and the initial registered agent of this Corporation at such office shall be MaryAnn Swedlow, who upon accepting this designation agrees to comply with the provisions of the applicable Section of the Florida Statutes, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the shareholders. The names of the directors constituting the initial Board of Directors are:

ROBERT H. SWEDLOW

MARYANN SWEDLOW

STEVEN SWEDLOW

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Robert H. Swedlow at 3218 Marion Avenue, Margate, Florida 33063.

The undersigned incorporator has executed these Articles of Incorporation this 12 day of 1996.

OBERT H. SWEDLOW

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	The name of the corporation is:SURFER GIRL, INC.			
	The name and address of the registered agent and office is: MaryAnn Swediow, Registered Agent (Name) 3218 Marion Avenue (P.O. Box not acceptable) Margate, Florida 3306 (City/State/Zip)	SECRETARY OF STATE	96 DEC 18 PM 1: 25	

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to actin this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performence of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Signature)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL